UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CASE NO. 07 Civ. 4113 (LLS)

CHINESE AUTOMOBILE DISTRIBUTORS OF AMERICA, LLC, a limited liability company, individually and, with respect to certain claims, in a derivative capacity,

Plaintiff,

v.

MALCOLM BRICKLIN, an individual; **JONATHAN BRICKLIN,** an individual; **BARBARA BRICKLIN JONAS,** an individual; **MICHAEL JONAS,** an individual; **SANIA TEYMENY,** an individual; **SCOTT GILDEA,** an individual; and **VISIONARY VEHICLES, LLC,** a limited liability company;

Defendants.

_______________________________________/

AFFIDAVIT IN SUPPORT OF
MOTION FOR DISQUALIFICATION

BEFORE ME, personally appeared MICHAEL JONAS, who after being duly sworn under oath and penalty of perjury pursuant to 28 USC 1274 deposes and says the following:

1. That my name is MICHAEL JONAS.

2. That the facts contained in this Affidavit are of my own personal knowledge.

3. At all material times hereto, I acted as a consultant on behalf of VISIONARY VEHICLES, LLC. (now known as VCars, LLC) (sometimes referred to as the "Company")

4. That I am one of the named Defendants in this action.

5. Mr. Berkhower provided all of the legal services in connection with the transfer of assets and liabilities from Visionary Vehicles, LLC to Visionary Vehicles, Inc. (now known as VCars, LLC). As part of his participation, Mr. Berkhower was privy to the intimate details of the business enterprises, including, but not limited to; the Company's assets, liabilities, debts, creditors, employees and their compensation, expenses, business plans, marketing strategies, dealer contracts, dealer territories, equity funding, as well as the ongoing negotiations between the Company and potential dealers and investors. During this period of Mr. Berkhower's engagement, the Affiant sometimes spoke with Mr. Berkhower 3 or 4 times a day.

6. The primary method of communication with Mr. Berkhower was by telephone or email.

7. Mr. Berkhower reviewed detailed information regarding the Company as well as dealer development and other business information which was of a confidential and proprietary nature to VISIONARY VEHICLES, LLC.

8. During the term of his engagement as attorney on behalf of VISIONARY VEHICLES, LLC, the Affiant spoke with Mr. Berkhower on the phone on at least three dozen occasions, along with more than 20 emails exchanged directly between the Affiant and Mr. Berkhower.

9. I have personal access to the "vvcars.com" email server. On August 19, 2008, I personally conducted a search of Mr. Berkhower's name on the vvcars.com email server. The server returned a search result of more than 500 emails that were either; from, to, or made reference to Mr. Berkhower in the body of the email.

10. Mr. Berkhower was primarily responsible for preparing the revised PPM, and he was also instrumental in participating in the engagement of St. Heliers to assist VISIONARY VEHICLES, LLC in raising capital.

11. The various telephone conversations and email communications between the Affiant and Mr. Berkhower were privileged, confidential and sensitive materials, and otherwise contained information which was not readily available to the public.

12. I have reviewed the Motion for Disqualification, and the facts contained therein are true and correct to the best of affiant's knowledge.

13. The Affiant has been advised by counsel not to disclose the contents of any of the conversations or privileged information so as to not waive the attorney-client privilege.

FURTHER, Affiant sayeth not:

Dated: August 26, 2008.

MICHAEL JONAS

STATE OF Arizona)
ss
COUNTY OF Maricopa)

THIS AFFIDAVIT was acknowledged before me this 26th day of August, 2008, by MICHAEL JONAS, who is personally known to me or who has produced Az Drivers License as identification and who did take an oath that the facts set forth in this Affidavit are true and correct to his own personal knowledge.

Heidi A. Plisko
NOTARY PUBLIC

Heidi A. Plisko
PRINTED NAME OF NOTARY PUBLIC
COMMISSION EXPIRES: 8/10/10

OFFICIAL SEAL
HEIDI A. PLISKO
NOTARY PUBLIC - State of Arizona
MARICOPA COUNTY
My Comm. Expires Aug. 10, 2010